

**IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF WISCONSIN**

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NORTHERN STATES POWER COMPANY,  
a Wisconsin corporation,

Plaintiff,

v.

Case No. 12-cv-602

THE CITY OF ASHLAND, WISCONSIN;  
ASHLAND COUNTY, WISCONSIN;  
SOO LINE RAILROAD COMPANY;  
WISCONSIN CENTRAL, LTD.; and  
L.E. MYERS COMPANY,

Defendants.

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**PLAINTIFF NORTHERN STATES POWER COMPANY’S OPPOSITION  
TO DEFENDANTS SOO LINE RAILROAD COMPANY AND WISCONSIN CENTRAL,  
LTD.’S MOTION TO DISMISS PLAINTIFF’S FIRST AMENDED COMPLAINT**

Plaintiff Northern States Power Company, a Wisconsin corporation (“NSPW”), by its undersigned counsel, hereby submits its opposition to Defendants Soo Line Railroad Company and Wisconsin Central, Ltd.’s (collectively, the “Railroads”) Motion to Dismiss the First Amended Complaint. As set forth in the Railroads’ motion, NSPW recently filed its First Amended Complaint naming two additional defendants who – like the Railroads – are responsible for costs and damages at the Ashland Superfund Site. The legal claims and factual allegations against the Railroads, however, remain the same.

Accordingly, the Railroads have renewed their already fully-briefed motion against the initial complaint, relying upon their prior opening memorandum and reply [Dkt. ## 19, 25]. Likewise, NSPW hereby renews its Opposition and, in support, incorporates by reference its previously filed memorandum of law in opposition to the Railroads’ prior motion as well as its memorandum of law in opposition to the City of Ashland’s similar motion [Dkt. ## 23, 30]. For

this Court's convenience, NSPW attaches hereto its previous memoranda of law as Exhibits A and B, respectively. As explained fully therein, the Railroads' motion should be denied.

Dated: February 22, 2013

Respectfully submitted,

/s/ Margrethe Kearney

Mary Rose Alexander

Arthur Foerster

Margrethe Kearney

LATHAM & WATKINS LLP

233 South Wacker Drive, Suite 5800

Chicago, IL 60606

Telephone: (312) 876-7700

Facsimile: (312) 993-9767

Jon Furlow

David A. Crass

Albert Bianchi, Jr.

MICHAEL BEST & FRIEDRICH LLP

One South Pinckney Street, Suite 700

Madison, WI 53703

Telephone: (608) 257-3501

Facsimile: (608) 283-2275

*Attorneys for Plaintiff Northern States Power  
Company, a Wisconsin corporation*

**CERTIFICATE OF SERVICE**

I hereby certify that on February 22, 2013, a true and correct copy of the foregoing PLAINTIFF NORTHERN STATES POWER COMPANY'S OPPOSITION TO DEFENDANTS SOO LINE RAILROAD COMPANY AND WISCONSIN CENTRAL, LTD.'S MOTION TO DISMISS PLAINTIFF'S FIRST AMENDED COMPLAINT was filed electronically via the Electronic Court Filing system, which will send notification of such filing to the following attorneys of record:

Ted Waskowski  
Richard C. Yde  
Barbara A. Neider  
Margaret I. Hoefer  
Strafford Rosenbaum LLP  
222 West Washington Avenue, Suite 900  
P.O. Box 1784  
Madison, Wisconsin 53701

Gregory A. Fontaine  
Wendy M. Carlisle  
Andrew W. Davis  
Nathan E. Endrud  
Leonard, Street and Deinard  
150 South Fifth Street, Suite 2300  
Minneapolis, MN 55402

Robert M. Baratta, Jr.  
David S. Becker  
Freeborn & Peters LLP  
311 South Wacker Drive, Suite 3000  
Chicago, IL 60606

Richard J. Lewandowski  
Whyte Hirschboeck Dudek  
33 East Main Street, Suite 300  
Madison, WI 53703

By: /s/ Margrethe Kearney  
Margrethe Kearney